

Conference and Registration Details

Platts *2nd Joint Wire and Pole Usage Conference* will be held July 18-19, 2005 at Embassy Suites Hotel Denver Downtown, Denver, CO.

Registration Fees

Register for one of the options below (Commercial, Early Bird, and Government pricing):

	Com	Early Bird	Govt
Conf. & Workshop	\$1795	\$1395	\$1195
Conference Only	\$1595	\$1195	\$995
Workshop Only	\$795	\$795	\$795

Early Bird expires May 27, 2005.

The conference registration fee is payable in advance and includes breakfasts, luncheon, refreshments, reception, and post conference documentation.

Discounts

Early-Bird Discount: Applies to registrations received on or before May 27, 2005.

Team Discount: Your organization may send 1 executive **FREE** for every 3 delegates registered. All registrations must be made at the same time to qualify.

Hotel Accommodations

Embassy Suites Hotel
Denver Downtown
1881 Curtis Street
Denver, CO 80202
Direct: 1-303-297-8888
Toll free: 1-800-733-3366

A block of rooms has been reserved for Platts *2nd Joint Wire and Pole Usage Conference* participants at a rate of \$145 single or double occupancy. Availability is limited, so call prior to Friday, June 24, 2005 to receive your discounted rate. Reserve by calling 1-800-733-3366 (toll free in the U.S.) or 303-297-8888 (direct) and be sure to mention that you are attending Platts *2nd Joint Wire and Pole Usage Conference*.

Substitution and Cancellation

Your registration may be transferred to a member of your organization up to 24 hours in advance of the conference. Cancellations received in writing on or before July 1, 2005 will be refunded, less a \$195 administrative charge. No refunds will be made after this date; however, the registration fee less the \$195 administrative charge can be credited to another Platts conference if you register within 6 months from the date of this conference. In case of conference cancellation, Platts ability is limited to refund of the conference registration fee only. Platts reserves the right to alter this program without prior notice.

Satisfaction Guaranteed

Platts stands behind the quality of its conferences. If you are not satisfied with the quality of the conference, a credit will be awarded towards a comparable Platts conference of your choice.

Attire

Business

Partnership Opportunities

For sponsorship information, please contact: Lorne Grout, Sales Manager, at 781-860-6112 or lorne-grout@platts.com

Privacy Statement

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REGISTRATION CARD

PB532

☐ YES! Please register me for the 2nd Joint Wire & Pole Usage Conference!

- ☐ Conference & Workshop ☐ Conference only ☐ Workshop only
☐ I am registering for the EARLY BIRD DISCOUNT.
☐ I am registering for the GOVERNMENT RATE.
☐ I would like to take advantage of the one-year subscription to *Public Utilities Fortnightly* (free if registered by May 27, 2005).
☐ We would like to take advantage of the TEAM DISCOUNT (see left for details).

PRIORITY CODE: (appears below mailing address) _____

1. NAME	POSITION	
2. NAME	POSITION	
3. NAME	POSITION	
4. NAME	POSITION	
COMPANY	DIVISION	
ADDRESS		
CITY	STATE/COUNTRY	ZIP/POSTAL CODE
TELEPHONE	FAX	EMAIL
AUTHORIZED SIGNATURE		

Register
3 Get 1

FREE

PAYMENT INFORMATION: Payment in full is required to process registration

☐ Enclosed is a CHECK for payment in full (No personal checks accepted)

CREDIT CARD: ☐ Visa ☐ MasterCard ☐ American Express

CARD # _____ EXP. DATE _____

CARDHOLDER NAME _____ CARDHOLDER SIGNATURE _____

Five Easy Ways to Register!

1. Visit www.events.platts.com
2. Call toll free +866-355-2930 (outside the US: +1-781-860-6100)
3. Fax +781-860-6101
4. E-mail registration@platts.com
5. Mail Registration Dept., Platts, 24 Hartwell Ave., 3rd Floor, Lexington, MA 02421

*Register by May 27
and save \$400*

**2nd Joint Wire and Pole Usage
Conference**

*Best Practices to Maximize Revenue Opportunities,
Minimize Attachment Costs and
Prepare for Wireless Occupancy*

July 18-19, 2005
Embassy Suites Hotel Denver Downtown
Denver, CO

platts

The McGraw-Hill Companies

platts

24 Hartwell Avenue
Lexington, MA 02421

PRSRT STD
U.S. Postage
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EXHIBIT 2



Comcast Cable
1020 W.4th Street - First Floor
Little Rock, AR 72201
Tel: 501.376.5700
Fax: 501.375.1042
www.comcast.com

August 9, 2004

Mr. Dave Inman,
Joint Use Administrator
Entergy Arkansas, Inc.
425 West Capital Ave.
Little Rock, AR 72201

RE: Pole Attachment Invoice

Dear Mr. Inman:

On January 28 of 2004, Comcast received an invoice for annual pole attachment payment. This invoice was an updated inventory count from Entergy as a result of the pole inspection being performed by Entergy (through USS). The new inventory increased the number of billed attachments from 40,721 for 2003 to 68,054 for 2004 without any explanation or backup. The amount due was \$235,466.84.

After requesting and receiving backup for two circuits from Entergy, Comcast performed test counts to verify the accuracy of the attachment counts in those circuits. Comcast found the Entergy counts to be inaccurate (for example attachments to SBC poles were included) and was instructed by USS to wait until new backup could be provided. Without any preceding notice, Comcast then received an entirely new invoice on May 19, 2004 for a new pole inventory count of 51,283 attachments. Again, this new invoice and pole count was not accompanied by any backup information to allow Comcast to verify the accuracy of the count. However, on this date Comcast did receive a credit invoice in the amount of \$235,466.84 for the previously billed 68,054 attachments.

At the Comcast/Entergy meeting on May 26, 2004, Entergy agreed to provide the backup for two circuits to allow Comcast to test the accuracy of the revised attachment counts. This backup has not been received to date. Please also provide Comcast with the definition of attachment used for the count in order that Comcast can conduct the test.

Also, at the May 26th meeting, Comcast agreed to pay pole rent based upon the previously agreed upon pole count of 38,691 attachments, until backup information is received and otherwise verified by Comcast regarding the revised pole count. Enclosed is a check for \$133,870.86 based on the previously agreed pole count.

Please advise when the additional backup information and attachment definition will be available so that Comcast can complete its review and the parties can agree on the appropriate number of attachments to be billed for 2004.

If you have any questions regarding this please feel free to contact me at 501.212.1105.

Sincerely,

Mark Grimm
Director of Business Operations

Enclosure

AGENCY CORPORATION
A Comcast Cable Communications Group Company
Southern Division Office
360 Interstate North Parkway #600
Atlanta, GA 30339

DEFERRED PAYMENT ADVISE

No. 279435680

Date : 17-JUN-04

Vendor Name : ENTERGY

Vendor No. : 14716

INVOICE NO.	INVOICE DATE	DESCRIPTION	DISCOUNT AMOUNT	NET AMOUNT
9601168;MA	19-MAY-04	3-LITTLE ROCK	0.00	133,870.86
TOTAL			0.00	133,870.86

THE FACE OF THIS DOCUMENT HAS A MULTI COLORED BACKGROUND - NOT A WHITE BACKGROUND

comcast

COMCAST FINANCIAL AGENCY CORPORATION
Comcast Cable Communications Group Company
Southern Division Office
360 Interstate North Parkway #600
Atlanta, GA 30339

BANK ONE

Bank One, NA
Columbus, OH

No. 279435680

56-1544 / 441
644359333

Date 17-JUN-04

Void After 180 Days

One Hundred Thirty-Three Thousand Eight Hundred Seventy Dollars
And 86 Cents

\$ ****133,870.86

ENTERGY
POST OFFICE BOX 52917
NEW ORLEANS, LA 70152 2917

Authorized Signature

Authorized Signature

THE BACK OF THIS DOCUMENT CONTAINS AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

279435680 1044115443

644359333

EXHIBIT 3

Billingsley, Marc

From: Billingsley, Marc
Sent: Thursday, April 01, 2004 9:03 AM
To: 'twagoner@utilitysys.com'
Cc: Colvin, Ronnie; Davies, Jim; Grimmett, Mark

Tony

In our Comcast/USS meeting yesterday with John Tabor, I asked if Comcast could get a written document from Entergy defining a billable attachment. Comcast has been given different verbal definitions from USS and Entergy in the past and the written explanation in your last email was in conflict with the verbal definitions. It was also seems to be in conflict with the test backup reports Comcast has received from USS. John then stated that Entergy is currently reviewing the definition of a billable attachment. I then asked if the test backup reports USS has provided Comcast were useable at this time. He stated I should not use them until further notice. I have spent several days in the field testing the two circuits and I assume that time is wasted. All that being said, Comcast is in receipt of an invoice from Entergy for attachments and is unclear of it's status. Entergy has posed the question of why it has not been paid. It can not be paid until Comcast can review it for accuracy and agrees with the definitions of an attachment. Can someone with the proper authority provide in writing if Entergy believes the invoice is accurate? If it is, Comcast requests a clear definition of a billable attachment in writing. If it is not, then Comcast will proceed with payment of the existing inventory count and wait for Entergy to provide an accurate invoice with the appropriate backup information. I would appreciate your quick response in this matter.

Marc Billingsley
501-748-1906

EXHIBIT 4



March 16, 2004

Tony Wagoner
Project Manager
Utility Support Systems, Inc.
13705 Pleasant Hill Road
Alexandria, Arkansas 72002

Re: Safety Hazard Cooper Orbit Road

Dear Tony,

While in the process of Comcast providing UG service to Capitol Lakes Apartments off Cooper Orbit Road, it was brought to my attention of a very serious safety hazard that Entergy created when they "boxed" in an existing Comcast coax and Bell cable at a new riser pole that was just installed. For some unknown reason, EAI trapped the Bell cable and the Comcast coax with a three phase primary riser dip and put access to the pole in a very serious safety hazard. Comcast plans to eventually vacate this pole with the aerial cable. However, until this problem is corrected or a joint work effort between EAI, Comcast and Bell is established, Comcast or Bell cannot work on the cables at this pole. For obvious reasons, I have informed Comcast that in my opinion, no one should attempt to remove the cable on this pole until this problem is corrected

UCI pre surveyed circuit T-520, pole # 289 and # 288 on July 11, 2003 and at this time the hazard did not exist. New poles have been added at pole #289 of the same size and class as the existing pole. They appear to be Bell owned. However, this did not provide Comcast or Bell room to be on the pole without being in NESC violation, not to mention the safety hazard that EAI created when they "boxed" in Comcast and Bell.

Also, on pole #288, a very short riser has been installed below Comcast and Bell to serve a Bell power source. EAI connected the triplex riser, which has created an additional violation where the top of the riser is below everyone. Comcast does not plan to vacate this pole at the current time.

Please inform me as to your suggestions as to a solution to reconcile these situations, so I can pass the information along to Comcast and they can safely remove the cable.

Sincerely,

James C. Peacock
Area Manager
Utility Consultants, Inc.
Contractor for Comcast
E-mail: jcpeacock@mindspring.com

Cc: Marc Billingsley
Jim Davies
John Tabor
Marc Murray

Attachments: Photos 1-7

Comcast

2724 SHACKLEFORD ROAD

LITTLE ROCK, ARKANSAS 72205

March 22, 2004

Tony Wagoner
Project Manager
Utility Support Systems, Inc.
13705 Pleasant Hill Road
Alexandria, Arkansas 72002

Re: Power Safety Hazard

Dear Tony,

Following is a summary and a brief history of a location of another power safety hazard that was just recently created by Entergy. It is pertaining to circuit G-910, pole numbers 146, 146E, and 147. USS issued this circuit on 11/13/03. The physical location is 1211 Shackleford Road.

Note 1:

- John Gurley (USS) inspected Pole # 146 on 06/23/03 and the work order requested Comcast to install a guy marker.
- It was pre survey by UCI 11/21/03 and UCI requested Comcast to remove and replace an anchor that was 30" out of the ground, in addition to installing the guy marker noted by USS.
- Comcast corrected the USS and UCI noted violations on 12/04/03

Note 2:

- John Gurley (USS) inspected Pole #147 on 06/18/03 and the work order requested Comcast to Place a guy marker and lower the communication conductor to 40" below lowest power conductor & remove idle service.
- It was pre surveyed by UCI on 11/21/03 and UCI requested Comcast to lower the mainline, remove old hardware and remove old anchor not being used.
- Comcast corrected the USS and the UCI noted violations on 12/04/03.

Note 3:

- Pole #146E was not in the field or noted on the EAI strand maps (Map #2)

Note 4:

- On 01/27/04, USS reissued pole # 147 for a failed post inspection that was discovered by USS. This pole is actually a newly installed pole that is directly east of pole 146, which I renamed as pole 146E. EAI removed pole #147 and changed the physical location of this new pole. EAI cut the existing coax from the old pole location and coiled it up on the new pole location that I am referring to as pole 146E. The old pole location was approximately 150 feet from the new pole location. The gig that Jim Hill (USS) noted on 01/12/04 was for Comcast to terminate the coax on this new pole that he called #147 and also included a photo from USS depicting the violation on the new pole.

Note 5:

- On 01/29/04, Comcast, UCI, and the Comcast Contractor was performing a joint post inspection of this location and it was decided by Comcast to correct this request by USS at additional expense to Comcast since the contractor had preciously corrected all of the violations that existed and were noted on the USS work orders.

Note 6:

- On 02/02/04, Comcast dispatched their own lineman and terminated the existing cable and strand. Comcast constructed a slack span crossing Shackleford Road that did not require an anchor and down guy. EAI had previously coiled the coax and attached it to the base of pole 146E when EAI removed pole #147 from the field.

All of the above information is leading up to the safety hazard described as follows that was discovered by UCI on March 18, 2004.

1. Comcast had corrected the post-failed inspection by USS and was attached to pole 146E, 62" below the lowest power, which was the MGN.
2. EAI has now connected an extremely short riser that is serving the newly installed Bancorp South Building.
3. There was ample space available for EAI to extend the riser and not create a violation, but some reason they did not and since it was installed and connected by EAI, Comcast is now 11" below the top of the riser. Comcast went to additional expense to correct the first violation where EAI cut the coax loose and coiled it up on the pole, but now a violation still exists and there is not room for Comcast to lower and maintain the proper road clearance across Shackleford Road, which means Comcast will be forced to request EAI to extend the riser or replace the pole with a taller one.

Please reply and give me your ideas of how we can resolve this issue so I can inform Comcast of the resolution. I have attached photos for your review.

Sincerely,

James C. Peacock
Area Manager
Utility Consultants Linc.net Group
E-mail: jcpeacock@mindspring.com

Cc: Marc Billingsley
Jim Davies
John Tabor
Mark Murray

Attch: Photos 01-03

Comcast

2724 SHACKLEFORD ROAD

LITTLE ROCK, ARKANSAS 72205

EXHIBIT 5

Comcast Violations by Circuit

Circuit Num	Tracking Num	Loc.	Pole Num	Map Num	Inst Anc	Work Req.	Guy Marker	Bond	Trim Trees	Other Viol.'s	Notes and Make-Ready Estimates
-------------	--------------	------	----------	---------	----------	-----------	------------	------	------------	---------------	--------------------------------

59

Total Violations
this Circuit

71

7

5

4

22

0

33

Total Make-Ready Estimates

A joint on-site inspection was conducted on: _____

by: _____ (USS Rep.)

and: _____ (Comcast Rep.)

ALL PAYMENTS FOR MAKE-READY MUST BE
MADE IN FULL BY CIRCUIT TO ENTERGY
ARKANSAS, INC BEFORE ANY CONSTRUCTION
CAN BEGIN.

NOTE: Section 2.2 of the Entergy Licensee Contract
requires all deviations to be corrected within 30
days of notifications.

Company Rep.(USS):

Date: 12-3-03

Licensee Rep.:

Date: 12/03/03

This report does not attempt to represent every existing violation or descripcency. It is the responsibility of the Licensee to correct all
existing violations at the time of correction while not creating any new violation or descripcency.

EXHIBIT 6

SHALEIM M. CARMICHAEL
ATTORNEY-AT-LAW
(NOT ADMITTED IN D.C.)

SWIDLER
&
BERLIN
CHARTERED

DIRECT DIAL
(202)424-7741

May 13, 1997

VIA OVERNIGHT DELIVERY

Jan Sanders
Secretary
Arkansas Public Service Commission
1000 Center Street
P.O. Box 400
Little Rock, Arkansas 72202

5-14-97

97-200-11

Re: Application of Entergy Hyperion Telecommunications of Arkansas,
L.L.C. for a Certificate of Authority to Operate as a Competitive
Local Exchange Carrier

Dear Ms. Sanders:

On behalf of Entergy Hyperion Telecommunications of Arkansas, L.L.C., enclosed for filing with the Commission are an original and fourteen (14) copies of the above referenced application and a check in the amount of \$200.00 for the application fee.

Please date stamp the enclosed extra copy of this application and return it in the self-addressed, stamped envelope provided. Should you have questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

Dana Frix HMC

Dana Frix, Esq.
Douglas G. Bonner, Esq.

Counsel for Entergy Hyperion
Telecommunications of Arkansas, L.L.C.

Enclosures

cc: Mr. Christopher J. Rozycki
Mr. Robert Wiegand
Janet Livengood, Esq.
Shaleim Carmichael, Esq.

Docket

MAY 14 11 49 AM '97

BEFORE THE
ARKANSAS PUBLIC SERVICE COMMISSION

FILED

In the Matter of the Application of)
Entergy Hyperion Telecommunications)
of Arkansas, L.L.C. for Authority to Operate)
as a Competitive Local Exchange Carrier)

PSC Docket No. 97-200-u

APPLICATION OF ENTERGY HYPERION TELECOMMUNICATIONS
OF ARKANSAS, L.L.C.

I. INTRODUCTION

Entergy Hyperion Telecommunications of Arkansas, L.L.C. ("Hyperion" or "Company"), by its undersigned counsel, hereby applies pursuant to Ark. Code Ann. § 23-3-201, Rule 7.06 of the Commission's Rules of Practice and Procedure, and the Federal Telecommunications Act of 1996 ("Federal Act" or "1996 Act"),¹ for a Certificate of Public Convenience and Necessity to operate as a competitive local exchange carrier ("LEC") throughout those areas of the State of Arkansas in which Southwestern Bell ("SWBT") is the incumbent local exchange carrier ("ILEC"). Specifically, Hyperion requests authority to provide all forms of intraexchange and interexchange services, both facilities-based and resold, throughout the service territories of SWBT. Hyperion seeks this authority in order to enable it to provide competitive local exchange services.

Hyperion possesses sufficient technical, financial, and managerial resources and abilities to provide local exchange telecommunications services. Hyperion's qualifications are set forth below in Section II of this Application. In addition, grant of this Application will provide significant benefits to residential and business customers in terms of carrier choice, price,

¹Telecommunications Act of 1996, Pub. L. No. 104-104, 100 Stat. 56, approved February 8, 1996.

ORIGINAL

increased reliability, responsiveness, and the introduction of new services. It also will stimulate investment in Arkansas' telecommunications infrastructure, resulting directly in increased employment opportunities. Accordingly, in support of its Application, Hyperion provides the following information:

II. QUALIFICATIONS

1. The name and address of the Applicant is:

Entergy Hyperion Telecommunications of Arkansas, L.L.C.
2570 Boyce Plaza Road
Pittsburgh, Pennsylvania 15241
(412) 221-1888 (Tel)
(412) 221-6642 (Fax)

2. The names and addresses of the Applicant's members (owners) are:

Hyperion Telecommunications of Arkansas, Inc.
Main at Water Street
Coudersport, Pennsylvania 16915
(814) 274-9830 (Tel)
(814) 274-9863 (Fax)

Entergy Local Fiber Company
Division of Entergy Technology Holding Company
3 Financial Centre
900 South Shackleford Road
Suite 210
Little Rock, Arkansas 72211
(501) 954-5000 (Tel)
(501) 954-5003 (Fax)

Copy to:

Hyperion Telecommunications, Inc.
2570 Boyce Plaza Road
Pittsburgh, Pennsylvania 15241
(412) 221-1888 (Tel)
(412) 221-6642 (Fax)

3. In accordance with Rule 2.03, the Applicant requests that the following persons be shown on the official service list, and receive all pleadings, notices and correspondence:

Dana Frix, Esq.
Douglas G. Bonner, Esq.
Swidler & Berlin, Chartered
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)

4. Description of Applicant

Hyperion is a limited liability company formed under the laws of the state of Arkansas. Applicant is 50% owned by Hyperion Telecommunications of Arkansas, Inc. ("Hyperion-Arkansas") and 50% owned by Entergy Local Fiber Company, Division of Entergy Technology Holding Company ("ETHC"). Attached hereto as Exhibit A is a copy of Hyperion's Articles of Organization. A copy of Hyperion's authorization to do business in Arkansas will be shortly forwarded to the Commission.

Hyperion-Arkansas is a wholly-owned subsidiary of Hyperion Telecommunications, Inc. (HTI), which, in turn, is an 89% owned subsidiary of Adelphia Communications Corporation. As discussed in more detail below, HTI will be responsible for, and will manage the operations of Hyperion.

ETHC is a wholly-owned subsidiary of Entergy Corp., a Delaware corporation, and has been determined to be an "exempt telecommunications company" by the Federal Communications Commission under the Federal Act.

5. Description of Applicant's Managerial Qualifications

Hyperion is managerially qualified to provide competitive local exchange services in the state of Arkansas. HTI, as the parent of Hyperion-Arkansas, will manage the Arkansas network. HTI and its affiliates, provide facilities-based telecommunications services as a competitive access provider and/or a competitive local exchange carrier in the following states: Florida, Kansas, Kentucky, New Jersey, New York, Pennsylvania, Tennessee, Vermont and Virginia. Additional state networks are currently being planned or implemented in Louisiana and Mississippi. Attached hereto as Exhibit B is a description of the management experience of HTI's key personnel, demonstrating that Hyperion has sufficient telecommunications experience to provide the proposed services.

6. Description of Applicant's Technical Qualifications

Pursuant to Rule 7.06(g), the following information is provided regarding Applicant's proposed transmission facilities, switching equipment, the points at which such facilities and equipment will connect to SWBT's local exchange network, and a description of the type of access service to be used to connect such facilities and equipment to the local exchange network of SWBT.

Hyperion seeks to operate as a provider of all forms of intraexchange and interexchange services, throughout the service territories of SWBT. Hyperion will primarily provide facilities-based services, but may supplement facilities-based services with resold local services. In connection with its operations, Hyperion will install a digital 5 ESS switch configured as both a tandem and end office switch. The switch will be connected to end users, end offices and tandems, and interexchange carrier networks via transmission facilities provided by other carriers. Hyperion's switching and network systems will feature advanced common channel signaling

(sometimes referred to as "CCS" or "SS7") and database capabilities. Currently, Applicant is still determining the location of the transmission facilities and switching points. Applicant is also in the process of conducting interconnection negotiations with SWBT. Attached hereto as Exhibit C is a description of HTI's technical qualifications, demonstrating that Hyperion has the requisite technical experience to provide the proposed services.

7. Description of Applicant's Financial Qualifications

Hyperion is financially qualified to provide facilities-based and resold intraexchange and interexchange services in Arkansas. In particular, Hyperion has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application. In support of this application, Hyperion will rely upon the substantial financial resources of its parent, HTI, to provide initial capital investment and to fund operating losses during the start-up phase. Accordingly, Applicant has attached hereto as Exhibit D a copy of HTI's SEC Form 10-Q for fiscal year ending December 31, 1996. This exhibit is offered to demonstrate Hyperion's financial ability to provide the proposed services. With the resources of HTI, Hyperion possesses the sound financial support necessary to effectively procure, install, and operate the facilities and services requested in this Application.

8. Description of Applicant's Proposed Services

As noted above, Hyperion seeks authority to provide the full range of facilities-based and resold local services in the Arkansas service areas of SWBT. Initially, Hyperion proposes to provide competitive local exchange services in Little Rock, but is requesting authority throughout the service areas of SWBT in the event that it decides to expand its operations in the future. Hyperion does not seek to provide local exchange services in the service areas of any small or rural local exchange

carrier in Arkansas that qualifies for the exemption outlined in Section 251(f)(1) of the Federal Act. Hyperion initially plans to offer three categories of local exchange services to customers:

(i) Exchange access services and optional features, including basic dial tone lines, basic private branch exchange (PBX) trunks and direct inward dial (DID) trunks, digital PBX and DID trunks, and centrex-type system lines. Each of these services will provide dial tone access to the public switched telecommunications network and may be equipped with various features and functions.

(ii) Exchange usage and operator services, including direct dial calling, operator assisted calling (including busy line verification and busy line interrupt), directory assistance service, access to Telecommunications Relay Service, and emergency 9-1-1 service at no charge to the caller.

(iii) Carrier access services to other common carriers, including terminating access to enable other common carriers to terminate traffic via end user access services provided by Hyperion, and originating access to enable customers of Hyperion's local exchange access services to employ those services to access the intrastate, interstate, and international calling services of other interexchange carriers on an equal access ("1+" or "10-XXX") basis.

As indicated above, Hyperion will have the ability to originate and terminate local traffic for its customers. In addition, Hyperion proposes to offer interexchange toll services on a 1+ and 0+ basis. Hyperion will offer its services pursuant to tariff on a non-discriminatory basis. Upon authorization, Hyperion will file tariffs defining specific service areas, services, rates, terms and conditions. Attached hereto as Exhibit E is Applicant's proposed initial tariff, as required by Rule 7.06(f). Applicant will comply with all Arkansas statutes and Commission regulations regarding telecommunications utilities.

III. PUBLIC CONVENIENCE AND NECESSITY

Grant of this Application will further the public interest by expanding the availability of telecommunications services in the State of Arkansas. In addition, intrastate offering of these services is in the public interest because the services will provide Arkansas customers with access to new technologies and service choices and can permit customers to achieve increased efficiencies and cost savings. Hyperion's entry into the intrastate telecommunications services market thereby will enhance materially the telecommunications infrastructure in the State of Arkansas and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the services to be offered by Hyperion, and indirectly because the presence of Hyperion in this market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of the instant Application will enhance further the service options available to Arkansas citizens for the reasons set forth above.

IV. CONCLUSION

The telecommunications industry has been growing and changing at an impressive pace for many years. The entry of Hyperion into the local exchange market will enhance the provision of telecommunications services within the State of Arkansas as prescribed by the Federal Act. Moreover, grant of Hyperion's application will bring significant benefits to telecommunications users in the State.

Applicant's expertise in the telecommunications sector will allow it to provide the most economic and efficient services, thereby affording customers with an optimal combination of

price, quality, and customer service. Accordingly, Hyperion anticipates that its proposed services will increase consumer choice of innovative, diversified, and reliable service offerings.

WHEREFORE, Entergy Hyperion Telecommunications of Arkansas, L.L.C. respectfully requests that the Arkansas Public Service Commission grant it the authority to provide facilities-based and resold switched and dedicated intraexchange and interexchange telecommunications services in the Arkansas service areas of SWBT.

Respectfully submitted,

By: Dana Frix LMC
Dana Frix, Esq.
Douglas G. Bonner, Esq.
SWIDLER & BERLIN, CHARTERED
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
Counsel To: Entergy Hyperion
Telecommunications of Arkansas, L.L.C.

Dated: May 13, 1997

EXHIBITS

Exhibit A	Articles of Organization
	Managerial Qualifications
Exhibit B	Technical Qualifications
Exhibit C	Financial Qualifications
Exhibit D	Model Tariff
Exhibit E	Verification

EXHIBIT A

Articles of Organization